

**BYLAWS OF BOARD OF TRUSTEES
OF
CHATTANOOGA GENERAL PENSION PLAN**

ARTICLE ONE.

NAME and STATUS

The Board of Trustees (hereinafter “Board”) of the General Pension Plan (hereinafter “Plan”) are created by the Charter of the City of Chattanooga, and in particular by the Private Acts of 1965, Chapter 254 as amended and codified as Chattanooga City Code Part I, 3.35 *et seq.* The trustees of the Board are nominated by the Mayor and approved by the City Council. The Mayor or his designee is an *ex officio* trustee of the Board. The Mayor and City Council are the sole judges of the qualifications of the trustees of the Board.

ARTICLE TWO.

PURPOSE

The Board is charged with the administration of the Plan. Its duties, rights, and responsibilities are established by the Plan and in particular Section 3.44 and Section 3.46.

ARTICLE THREE.

MEETINGS

A. Annual meeting. The annual meeting of the Board, held for the purpose of electing officers and transacting other business, shall be held City Hall or at another location designated by the Board. The annual meeting shall be held during the month of January and the date and time of the meeting shall be determined by the Board.

B. Regular meetings. The Board shall meet regularly each month, unless it shall determine that there is no business to conduct. The Board may conduct any business at a regular monthly meeting.

C. Budget meeting. The Board shall schedule a meeting, which may be a regular meeting, to establish a budget for itself for the ensuing fiscal year and to fulfill its duty under Section 3.39(2) of the Plan relating to City contributions. This budget meeting shall be held during the month of May.

D. Special meetings. Special meetings of the trustees, other than a special meeting for the election officers, may be called at any time by the chair, and shall be called by the chair on receipt of a written request from two or more trustees. No other business except that specified in the notice may be transacted at any special meeting without the unanimous consent of all present at such meeting.

E. Notices of meetings. Notices of meetings shall state the place, date, hour and purpose of the meeting, if not a regular meeting. Notice of all meetings shall be published in compliance with the Tennessee Open Meetings Act, T.C.A. Sec. 8-44-101, *et seq.* Notices to trustees shall be given personally, by e-mail or by first-class mail, to each trustee, not less than (2) nor more than (31) days prior to the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage prepaid, directed to the trustee at the address appearing on the record of trustees, unless a written statement shall have been filed with the City Personnel Director requesting that notices be mailed to some other address, in which case it shall be mailed to the other address so designated. If e-mailed, such notice is given when sent to the address filed with the City Personnel Director unless the trustee shall file a written notice with the Personnel Director requesting the notice be mailed or sent to a different address, in which case such notice shall be mailed or e-mailed to such other address as directed.

F. Waiver of notice. Notice of meeting need not be given to any trustee who submits a signed waiver of notice before or during the meeting. The attendance of any trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

G. Quorum. At any meeting of trustees, the presence of four (4) trustees shall be necessary to constitute a quorum for all purposes except as otherwise provided by law. If a quorum is not present, the meeting may be informally rescheduled within ten (10) days with notice to absent trustees by telephone, e-mail, in person, or by mail.

H. Conduct of meetings. Meetings of trustees shall be presided over by the chair, or if the chair is absent, by the vice- chair. If both the chair and vice-chair are absent, the meeting shall be presided over by a chairperson chosen at the meeting. Procedure shall be governed by *Robert's Rules of Order*.

I. Resignation of trustee. Any trustee may resign at any time upon written notice delivered to the Board, including the Mayor as *ex officio* member of the Board

J. Removal of trustees and directors. Any trustee may be removed for cause by the City Council. The trustees may but shall not be required to recommend removal of a trustee by affirmative vote of the majority of the other trustees.

K. Compensation and expenses. Trustees shall be paid such amount, if any, for their services as may be fixed by the City Council. The trustees shall be reimbursed for all reasonable expenses incurred in the performance of duties. The request for reimbursement shall be submitted to the City Personnel Director for approval by the Board at the next monthly meeting.

ARTICLE FOUR.

OFFICERS

A. Election. The officers of the Board shall be the chair, vice-chair, secretary, with such powers and duties as may be appointed and determined by the Board. Any two offices, except those of chair and secretary, may be held by the same person. The officers shall be elected annually by the board of trustees at their annual meeting from among their number. An officer shall serve in such capacity for the ensuing year and until a successor has been elected.

B. Vacancies. In case any office becomes vacant by reason of death, resignation, disqualification or any other cause, the Board may elect a trustee to fill that office until the next annual meeting.

C. Chair. The chair shall preside at all meetings. The chair shall exercise general supervision of the affairs of the Board. The chair shall see that all resolutions of the Board are executed. The chair shall execute contracts and other legal obligations, except where the signing and execution shall be expressly delegated by the Board to some other officer, committee or agent of the City. The chair shall have such other powers and duties as may be assigned by the Board that are not inconsistent with the Plan or law.

The Chair shall exercise executive authority to conduct the necessary business affairs of the Plan between meetings of the Board. If an unanticipated matter should arise that would normally require approval of the Board and action is needed prior to the next regularly scheduled meeting, the Chair shall provide written notification of the proposed action to other members of the Board by mail, hand-delivery, facsimile or e-mail. This notification should be a minimum of two business days in advance of the proposed action. Notwithstanding the provisions of Article III (D) any member of the Board may call a special meeting to address the proposed action of the Chair and in the event of a called meeting the Chair shall defer the proposed action until the meeting of the Board. The notification and action of the Chair shall be spread upon the minutes at the next meeting of the Board.

D. Vice-Chair. In the absence or disability of the chair, the vice-chair shall perform the duties of that office. The vice-chair shall have such other powers and duties as may be assigned by the Board.

E. Secretary. The secretary shall attend and keep the minutes or cause to be kept minutes of all meetings of the Board and shall file all minutes in the permanent records of the Plan, which are maintained by the City Personnel Director. The secretary or designated representative shall give notice of all meetings, special or regular. The secretary shall have such other powers and duties as may be assigned by the Board.

ARTICLE FIVE.

AGENTS AND REPRESENTATIVES

The board of directors may appoint such agents and representatives with such powers and to have such duties and to perform such acts on behalf of the Board as the Board may see fit, provided that any such appointment shall be consistent with the Plan, these bylaws and authorized or permitted by law.

ARTICLE SIX.

ANNUAL REPORT

The Board shall consider at a regular or special meeting of trustees a report prepared by its consultants showing in appropriate detail the following:

1. the assets and liabilities, including the trust funds, of the Plan as of the end of a 12-month fiscal period beginning on July 1 and ending on June 30 (the "fiscal period");
2. the principal changes in assets and liabilities, including trust funds, during the fiscal period;
3. the expenses or disbursements of the trustees, for both general and restricted purposes, during the fiscal period; and

ARTICLE SEVEN.

COMMITTEES

The Board may appoint committees, which may include advisory boards. Each committee shall consist of two or more individuals, at least one of whom is also a trustee and all of whom shall serve at the pleasure of the Board. The chair shall appoint a chairperson of each committee, who must also be a trustee. Any such committee shall have the full authority to conduct the business of that committee, subject to review and approval of the Board. The trustees of any committee shall not receive any compensation for their services in that capacity.

ARTICLE EIGHT.

EXECUTIVE COMMITTEE

The Board, by resolution adopted by a majority vote of the entire Board present, may appoint an executive committee which shall consist of the chair, vice-chair and secretary. The committee shall be delegated such authority or duties as the Board may determine, except that the executive committee will not have any authority with respect to any action requiring the approval of the trustees, the amendment or repeal of the bylaws or adoption of new bylaws or the amendment or repeal of any resolution of the Board.

ARTICLE NINE.

CONFLICTS OF INTEREST

No trustee shall receive at any time any of the assets or income of the Plan, provided, however, that this shall not prevent the payment to any person of any compensation approved by the City Council or reimbursement for reasonable expenses incurred by the trustee.

No trustee shall vote on any matter in which the trustee has a direct or indirect financial interest in the transaction, except as to administrative matters such as reimbursement of expenses. A direct interest is a pecuniary interest in the party or other person involved in the transaction. A direct interest also arises if a relative is the party to the transaction. An indirect interest arises if the trustee has a material financial interest or is a director, officer, trustee or partner to another party in the transaction. An indirect interest may also arise if the transaction creates the appearance of a conflict of interest between the transaction and the trustee's fiduciary obligations to the Plan.

ARTICLE TEN.

INDEMNIFICATION

The Plan shall, to the extent permitted by law, indemnify any trustee made or threatened to be made a party to an action or proceeding by reason of the fact that the trustee, or his or her testator or intestate, is or was a trustee, and any trustee who served any other company in any capacity at the request of the Plan, in the manner and to the maximum extent permitted by the Tennessee Governmental Tort Liability Act, T.C.A. Sec. 29-20-101, *et seq.* as now existing and as amended. In addition, the Plan may advance expenses to the trustee to defend such claims if the City Attorney is unwilling or unable to provide a defense to such claims.

ARTICLE ELEVEN.

AMENDMENT

Bylaws of the Board may be adopted, altered, amended or repealed by a two-thirds vote of the trustees at any annual, monthly or special meeting of the Board provided that notice of the proposed amendments shall have been delivered in person, by e-mail, or by U.S. Mail at least thirty (30) days and no more than ninety (90) days before the meeting.

These Bylaws adopted by the Board of Trustees of the General Pension Plan on the _____ day of _____, 2003.

CARL LEVI, *Secretary*